

BOARD OF GOVERNORS OF CONCORDIA UNIVERSITY

MINUTES OF THE OPEN SESSION OF THE MEETING OF THE BOARD OF
GOVERNORS HELD ON WEDNESDAY, 14 FEBRUARY 1990, IMMEDIATELY
FOLLOWING THE CLOSED SESSION, IN ROOM GM-407-1, SGW CAMPUS

Attendance: Present: Me A. Gervais, Chairman, Prof. B. Barbieri, Ms.L. Brodrick, Ms. M. Donaldson, Mr. J. N. Economides, Mr. L. Ellen, Mr. J. R. Firth, Prof. M. Foster, Dr. D. B. Frost, Chief Justice A. B. Gold, Mr. R. K. Groome, Dr. H. Habib, Ms. L. Honosutomo, Dr. P. Kenniff, Mr. R. Lawless, Sister E. McIlwaine, Mr. D. W. McNaughton, Mr. S. O'Hara, Me J. J. Pepper, Mr. M. Saidou, Mr. J. H. Smith, Mr. C. I. Taylor, Ms. A. Wilson Wright

Officers of the University: Dr. M. Cohen, Dr. R. Sheinin, Me B. Gaudet

Absent: Mr. B. Aune, Mr. M. J. Bourgault, Dr. T. Fancott, Prof. S. Friedland, Mr. T. Hecht, Mr. P. Howlett, Mr. P. Ivanier, Mr. F. Knowles, Mr. D. McIninch, Mr. A. H. Michell, Mr. A. Mohammed, Mr. W.W. Stinson, Ms. M. Vennat, Ms. S. Woods, Dr. C. Giguère

DOCUMENTS CONSIDERED AND ATTACHED TO THESE MINUTES:

- BG-90-02-D14 - Increase in Tuition Fees in Quebec Universities
- BG-90-02-D15 - Memo from John Noonan re approval of a change in the composition of the Commerce and Administration Faculty Council
- BG-90-02-D16 - Approval of a draft servitude affecting a Concordia property located at 7079 Terrebonne Street
- BG-90-02-D17 - Approval of a 10M\$ Bond issue dated 1 March 1990

1.1 The Chairman waived his remarks.

1.2 The Agenda was approved as submitted.

1. 3 Approval of the Minutes

It was moved and seconded (Habib, McNaughton) and unanimously RESOLVED:

R90-15 *THAT the minutes of the Open Session of the meeting held on Wednesday, 17 January 1990, be approved.*

2. Business arising from the last Minutes

2.1 Approval of a Resolution concerning the increase in tuition fees for 1990-1991

The motion was moved by Dr. Kenniff, seconded by Mr. Smith. A lengthy debate ensued.

Prof. Barbieri asked why tuition was less expensive for graduate students than it is for undergraduates. Dr. Cohen answered that there were historical reasons explaining this situation, admittedly an unusual one. He added that the whole fee structure would be revised next year, but that it had been agreed that this year the increase should be implemented in the simplest manner possible. Dr. Cohen indicated that over the next few months, Government officials would meet with the universities to discuss a review and a rationalization of the fee structure.

Prof. Foster referred to the document on Financial Aid to Students - the Plan of Action; at page 5, a "work-study program" is outlined; he asked whether this meant teaching assistantships. Dr. Cohen said that all sorts of jobs could be offered through this program, including assistantships. With reference to item d) at the bottom of page 4, Prof. Foster said that the University through the Financial Aid Office should ensure that our students are getting the maximum amount possible with respect to loans and bursaries.

Mr. O'Hara said he wished to propose an amendment to the motion, whereby the Board would express its concern that the tuition fee increase might harm the concept of accessibility. Mr. Gervais advised that this should be done through a separate motion, rather than an amendment.

On the issue of financial aid to students, Mr. Smith said he felt we had a rather generous aid system. The Quebec government provides loans and bursaries, which we are supplementing with our own system.

Dr. Cohen indicated that in the current system, financial aid covers fees, books, living expenses, etc., half of the money being a loan, the other half a bursary. For some students, this is not enough and they need extra financial help, which the University provides under a modest Financial Aid system (e.g. in certain cases, loans are provided as "bridge loans" to help the student wait until the government cheque arrives). But our system, said Dr. Cohen, is very modest as compared to McGill's, which gives out millions in aid to its students.

Mr. Saidou expressed the view that in spite of all the information which had been printed in the newspapers since the increase was announced last December, most students seemed badly informed, if informed at all, about this very important

issue. For example, on 13 February, there had been a general meeting called by CUSA to discuss the fee increase and the possibility of a strike: only 150 students showed up on a total of 26,000 students. Mr. Saidou said that in his view this fact indicated either a total lack of interest, or a lack of basic information about the issue. He asked how the University intended to inform the students.

Dr. Cohen said that Mr. Saidou's point was well taken. He agreed that we should devise efficient ways of spreading first-hand information to students, if necessary by mailing it directly to them.

Dr. Kenniff commented that Mr. Saidou's comments tied in with the recent CROP survey's results, which indicated some degree of ignorance in the general population about the whole issue of tuition fees. This is reflected in our student body. He acknowledged that the University does have the responsibility to inform the students adequately before the increase is implemented. Therefore, we will have to take exceptional measures to achieve this.

Prof. Foster suggested that it should be communicated to the students (if possible) what the effect of the increase of tuition fees for them could mean in concrete terms, e.g., reduced numbers of students in classes, better equipment, an increase in faculty members, etc.

It was moved and seconded (Kenniff, Smith) and carried on a majority vote (with two votes against and one abstention):

R-90-16

WHEREAS on 19 December 1989, the Minister of Higher Education and Science has announced a lifting of the freeze on tuition fees for Quebec universities;

WHEREAS the Government's decision is that tuition fees are to be increased by \$350.00 for a full-time equivalent student, effective September 1990;

WHEREAS the Government has also permitted the universities to increase fees at their discretion by a maximum of 10% of the total amount established after the increase mandated by the Government, and Concordia University wishes to take advantage of this discretion; AND

WHEREAS it is one of the prerogatives of the Board of Governors, under the University By-laws, to approve all fees or changes in fees to be imposed on students within the University.

THAT the tuition fees to be imposed for the academic year 1990-91, effective September 1990, be increased as follows:

- 1) *at the undergraduate level: regular, from \$15. 00 per credit to \$29.33 per credit; independent, from \$20.00 per credit to \$34.83 per credit;*
- 2) *at the graduate level regular, from \$10.00 per credit to \$23.83 per credit; independent, from \$20.00 per credit to \$34.83 per credit. Term fee: from \$10.00 per term to \$23.83 per term, this increase in the term fee to apply only for terms in which the student is not otherwise billed for credits.*

Upon permission given by the Chairman, Mr. O'Hara, seconded by Ms. Honosutomo, moved the following motion:

R-90-17 *THAT the Board express its concern to the Minister of Higher Education and Science that the concept of accessibility to education will be harmed by this increase."*

In the ensuing debate, Dr. Kenniff advised that it was difficult to react to a motion like this one. He said his own position had always been that thanks to improved financial aid the impact on accessibility would be minimal. However, at the present time it is difficult for anyone to make a value judgment about the implications of the increase.

Dr. Kenniff suggested that Mr. O'Hara clarify the wording of his motion, since its purport or intent is not fully determined at the moment.

In the light of the Rector's comments, Mr. McNaughton suggested that Mr. O'Hara either re-word his motion, or withdraw it.

Concerns were expressed by Mr. Lawless, Chancellor Gold and Mr. Smith that no matter how the motion is drafted, it would be wrong for the Board to send that kind of message to the Government. Not only is it contradictory, it would be meaningless in the light of all our previous battles against underfunding.

Mr. Groome added that fee increases will always be unpopular with the users, giving as an example airline passengers or hotel guests who would be told of a sudden, unanticipated increase.

Dr. Habib stated that students could not be compared to passengers or hotel guests. Here we are dealing with the generation of the future. He said he would like this Board to reassure our students that we are sensitive to their needs.

Referring to comments made earlier by Mr. Saidou and Dr. Cohen, Ms. Honosutomo pointed out that the reason there were so few students at the general assembly was that at this time of the year students were busy preparing or writing their mid-term exams.

Dr. Kenniff advised that if the proposed resolution contained no criticism of the increase itself, perhaps it could be acceptable to the Board. He suggested that the students sit down and take time to rework their motion.

Mr. Lawless suggested that the University undertake a first-class communications programme to explain to the student population what is happening with respect to the tuition fee increase, and why it is happening.

Mr. O'Hara then chose to table his motion until the next meeting, rather than withdrawing it. It was moved and seconded (O'Hara, Pepper) and unanimously RESOLVED:

- R-90-18 *THAT the motion moved by Mr. O'Hara, and seconded by Ms. Honosutomo, with respect to the tuition fee increase and its impact on accessibility, be tabled until the next Board meeting to be held on 21 March 1990.*

2.2 Election of a representative of the non-academic staff on the Executive Committee

Mr. Gervais explained that following a request presented by Ms. Angela Wilson Wright at the last meeting, the Executive Committee had examined the matter and agreed that there should be a representative of the non-academic staff on the Committee.

It was moved and seconded (Kenniff, Frost) and unanimously RESOLVED:

- R-90-19 *THAT, on the recommendation of the Executive Committee, Ms. Angela Wilson Wright, a representative of the non-academic staff, be elected a member of the Executive Committee for the remainder of the academic year, the term ending June 1990.*

3. Report of the Standing Committees

3.1 Advancement Committee

Mr. Ellen, Chairman of the Advancement Committee, reported on the meeting which had been held on 22 January 1990. He said the Annual Giving programme was going very well under the leadership of Mr. Aune, and that mailings were under way for solicitation. Alumni records were being updated, which will enable the University to keep contact with hundreds of alumni. Also, the Advancement

Office was preparing a "shopping list" describing the needs of the University for the information of potential donors.

He also mentioned that new Chapters of the Concordia Alumni were going to be created or recognized across Canada. At the request of Dr. Kenniff, Mr. Ellen also reported on the successful hockey evening of Friday, 9 February. Dr. Kenniff added that he had since spoken to Mr. Ronald Corey, who expressed interest in the possibility of organizing such an event on a yearly basis.

3.2 Executive Committee

Me Gervais, Chairman of the Executive Committee, reported on the meeting which had been held on Tuesday, 6 February 1990. Among several other issues, the Committee had examined the possibility of reinstating the Personnel Committee and the Social Policy Committee. After careful consideration, it had been decided that these two decisions should be maintained, with the understanding that from time to time ad hoc committees could be established by the Board as the need arises.

Me Gervais also announced that with the Board members' agreement, from now on there would be a new procedure for dealing with the so called "housekeeping matters". Starting with the next Board meeting, all housekeeping items would be listed under a heading called "Consent Agenda"; the usual supporting documentation would be sent in advance, but there would be an understanding that at the Board meeting, unless someone asks for a debate, all the proposed resolutions will be adopted "en bloc". Me Gervais added that this would accelerate the meetings, while not precluding anyone from asking questions. This new procedure was agreed to unanimously.

Dr. Habib, as he had at the January meeting, expressed his disappointment at the Executive Committee's decision not to reestablish the Personnel Committee. Me Gervais advised that this was a formal decision which had been voted on by the Board and that it could not be re-opened at this point in time. Dr. Habib then requested that his dissent be recorded in the Minutes.

On the issue of the Personnel Committee, Dr. Kenniff added that the Board will continue to be informed on Personnel matters each month, except not through the Personnel Committee. We are not treating these matters in a cavalier fashion, said Dr. Kenniff, but rather attempting to streamline the process in order to improve its efficiency.

4. Approval of a change in the composition of the Commerce and Administration Faculty Council

It was moved and seconded (Kenniff, Barbieri) and unanimously RESOLVED:

R-90-20 *THAT, on the recommendation of Senate, the revision to the composition of the Commerce and Administration Faculty Council, as proposed in document BG-90-02-D15, be approved.*

5. Approval of a Resolution concerning the recognition of the Sir George Williams Campus and the Loyola Campus

Dr. Kenniff explained briefly that this was being done at the request of the Sir George Williams Alumni Association. The reasons which had prompted the use of the geographical names a few years ago no longer exist, he said, so it was deemed advisable to come back to the original designations.

It was moved and seconded (Kenniff, Economides) and unanimously RESOLVED:

R-90-21 *WHEREAS it has been the practice since a few years to refer to Concordia's two campuses by their geographical names, i. e. 'Downtown Campus " and West End Campus"; AND*

WHEREAS it has been deemed appropriate to come back to the original designations of "Sir George Williams Campus" and 'Loyola Campus" in order to recognize the traditions associated with the two founding institutions and to reinforce the sentiment of identification of alumni with their alma mater.

THAT, on the recommendation of the Executive Committee, the "Downtown Campus" be formally recognized as the "Sir George Williams Campus" and the "West End Campus" be formally recognized as the 'Loyola Campus".

6. Approval of a draft Servitude affecting a Concordia property located at 7079 Terrebonne Street

It was moved and seconded (Kenniff, Saidou) and unanimously RESOLVED:

R-90-22 WHEREAS Concordia University is the owner of a property located at 7079 Terrebonne Street, known and designated as being subdivision two hundred and sixty-four of original lot one hundred and forty-eight (148-264) oil the official plan of the cadastre of the Municipalité de la Paroisse de Montreal, and of a vacant lot fronting on Terrebonne Street, known and designated as being subdivision two hundred and sixty-six of the said original lot (148-266) oil the official plan of the cadastre of the Municipalité de la Paroisse de Montréal;

WHEREAS a building located oil the adjacent property (7075 Terrebonne Street), known and designated as being subdivision two hundred and sixty-five of the said original lot one hundred and forty-eight (148-265) Causes illegal views oil the

properties belonging to Concordia University, the whole as appears from a cadastral certificate prepared by Mr. Daniel Lacroix, Land Surveyor, and dated 7 June 1989; AND

WHEREAS the owner of the said adjacent property has requested that a Deed of Servitude be signed with Concordia University in order to correct the said illegal views.

THAT the Corporation of Concordia University be authorized to enter into and execute the Draft Deed of Servitude prepared by Me Andrea Duquette, Notary, (Document No. BG-90-02-DI6) which is hereby approved; AND

THAT Dr. Charles Giguère Vice-Rector Services, be authorized, for and on behalf of Concordia University, to sign the said Deed of Servitude and any other document pertaining thereto.

7. Approval of a \$10M Bond issue dated 1 March 1990

Mr. Smith, who was moving the motion, asked that the proposed resolution be taken as read, which was agreed to.

It was moved and seconded (Smith, Lawless) and unanimously RESOLVED:

R-90-23 WHEREAS in virtue of the Principal Trust Agreement (the 'Principal Trust Agreement'), bearing formal date of March 23, 1988, granted by CONCORDIA UNIVERSITY (the "Corporation") in favour of SOCIETE NATIONALE DE FIDUCIE, as Trustee (the 'Trustee'), provisions were made for the issue of Bonds of the Corporation, without limit as to the aggregate principal amount at any one time outstanding;

WHEREAS the Corporation proposes to issue, under the terms of the Principal Trust Agreement, ten million dollars (\$10,000,000), principal amount, of Additional Bonds to be designated as "Series 4 Bonds" and to determine the terms and conditions thereof by a Supplementary Trust Agreement (the "Supplementary Trust Agreement").

On motion duly made and seconded, it is resolved:

1. *THAT the Corporation be authorized to borrow an amount of ten million dollars (\$10,000,000) by way of an issue of Bonds designated as Series 4 Bonds (the 'Bonds');*
2. *THAT the Bonds;*

- a) *be dated as of March 1st, 1990;*
- b) *mature on March 1st, 1995 for a first portion of Bonds, in the amount of \$9,000,000, and for a second portion of Bonds, in the amount of \$1, 000, 000;*
- c) *be issued in the form of bearer Coupon Bonds, which may be registered as to principal, and in the form of Fully Registered Bonds;*
- d) *be drafted in such form, bear such serial numbers and contain such terms and conditions, not substantially in contradiction with the provisions hereof, as may be determined by the officers of the Corporation who will execute the same;*
- e) *bear interest at the rate of 10.50% per annum for the two portions of Bonds maturing in totality on March 1st, 1995; Bonds in bearer form, from March 1st, 1990 to their maturity, payable semi-annually on March 1st and September 1st of each year on presentation and surrender of the interest coupons and, with respect to Fully Registered Bonds, from the date of registration thereof if it be March 1st or September 1st next preceding the date of registration thereof, provided it be no earlier than March 1st, 1990, the interest thereon being payable semi-annually on March 1st and September 1st of each year until full payment of principal, any interest payment in arrears bearing interest at the same rate as the one applicable to such Bond;*
- f) *be issued, in denominations of \$1,000, \$5,000, \$25, 000, and \$100, 000 with respect to Bonds in bearer form, and in denominations of multiples of \$1,000 but which must not be less than \$5,000 with respect to Fully Registered Bonds;*
- g) *be exchangeable, without cost to their holders, for an equal aggregate principal amount of Coupon Bonds or Fully Registered Bonds of ally authorized denominations and having, in each case, the same terms and conditions;*
- h) *be payable in legal money of Canada at any branch in Canada of the Bank of Montreal, at the option of the holder thereof, as to the principal of the Bonds and as to the interest payable on the coupons, and, as to the interest payable on Fully Registered Bonds,*

by cheque or draft payable at par and drawn on a bank governed by the Bank Act (Canada) or a savings and credit union authorized to carry on business in Québec;

- i) be not redeemable prior to their maturity at the sole option of the Corporation, but be purchasable by it by tender or private agreement, at any price not exceeding their principal amount or the redemption price thereof, if any, accrued interests and the costs of purchase;*
- j) be signed, for and in the name of the Corporation, by any of its officers, so long as they are two acting jointly, and the coupons annexed thereto be signed by one or the other of such officers; these signatures may be printed, engraved or otherwise reproduced, such reproduced signatures being considered as manual signatures and having the same force and effect;*

- 3. To deliver the Bonds to the persons, at the dates and upon such conditions as may be determined by the officers of the Corporation who will sign the Supplementary Trust Agreement hereinafter mentioned;*
- 4. To approve the appointment of Société Nationale de Fiducie, a trust company having its head office in Montréal, as trustee, made by the ministre des Finances acting as agent for the Corporation;*
- 5. To approve the appointment of Mr. Gilles Bertrand of the law firm of Guy & Gilbert, of Montréal to act as counsel to prepare and revise the relevant documentation and to deliver an opinion as to the validity of the borrowing and the issue of the Bonds, made by the ministre des Finances acting as agent for the Corporation;*
- 6. To approve the appointment of Yvon Boulanger Limitée, of Montréal to print the form of the Bonds, made by the ministre des Finances acting as agent for the Corporation;*
- 7. To approve the draft of the form of the Bonds, in the form of Coupon Bonds and in the form of Fully Registered Bonds, as submitted to this Meeting;*
- 8. To ask the ministre de l'Enseignement supérieur et de la Science to grant to the Corporation, for and in the name of the Gouvernement du Québec, a subsidy payable out of the funds voted annually for that purpose by the Parlement, to secure the payment of the Bonds in principal and interest;*

9. *To secure the Bonds by the assignment to the Trustee representing the holders of the Bonds of the subsidy of the Gouvernement du Québec, it being understood that neither the Corporation nor the Trustee may require that the moneys to be deposited to the University Institutions Sinking Fund be remitted to them by the 1771 ministre des Finances before March 1st, 1995 for \$2,000,000;*
10. *To authorize any of the officers of the Corporation, so long as they are two acting jointly, to execute, for and in the name of the Corporation, the Supplemental), Trust Agreement to be entered into, to consent to all provisions and undertakings as they may deem not substantially in contradiction with the terms and conditions hereof, to consent that the proceeds from the sale of the Bonds be remitted to the Trustee and used by the latter only upon the authorization of the ministre de l'Enseignement supérieur et de la Science or of its duly authorized representative, and to do such things and sign such other documents as they may deem, in their sole discretion, necessary or useful for the purpose of giving effect to this resolution;*
11. *To authorize the same persons to deliver the Bonds to the Trustee for certification and to sign all necessary documents for such purpose and for the definitive delivery of the Bonds to the purchasers;*
12. *To assume from the proceeds of the borrowing, all the expenses and fees incurred in connection with the foregoing, as well before as after this resolution, including the fees and expenses of legal counsel, the initial fees of the Trustee and the costs of printing the Bonds, in conformity with the current tariffs negotiated by the ministre des Finances;*
13. *To pay, from the current income of the Corporation, the annual fees of the Trustee in conformity with the tariffs then in force negotiated by the ministre des Finances;*
14. *To authorize the issue of an Offering Circular with respect to the issue of the Bonds;*
15. *To ratify, subject to the granting by the ministre de l'Enseignement supérieur et de la Science of a subsidy to secure the payment of the Bonds, in principal and interest, the sale of the Bonds at the prices of:*
 - *98.08% of their principal amount for the first portion of Bonds, in the amount of \$9,000,000, maturing on March 1st, 1995, and*

- 98.67% of their principal amount for the second portion of Bonds, in the amount of \$1,000,000, maturing on March 1st, 1995,

together with the accrued interest thereon, if any, tip to the date of delivery to a group of underwriters composed of Wood Gundy Inc., Lévesque Beaubien Geoffrion Inc., NcNeil, Mantha, Inc., Tassé & Associés, Limitée, RBC Dominion Securities Inc., ScotiaMcLeod Inc., Brault, Guy, O'Brien Inc., Richardson Greenshields du Canada Limitée and Men-ill Lynch Canada Inc., under the direction of Wood Gundy Inc.

8. Report of the Rector

Dr. Kenniff announced that the Parliamentary Commission on Higher Education would be holding public hearings starting 21 February 1990, on Bill 25 ("Loi sur l'aide financière aux étudiants"). A four-member delegation from CREPUQ will present a brief on 21 February; these four members include Dr. Kenniff, as President of the Conference of Rectors, and Mr. Roger Côté, Concordia's Director of Financial Aid.

9. Report of the Vice-Rectors

9.1 Dr. Sheinin

Dr. Sheinin informed the Governors that she had extended an invitation to all members of the University community to join her for coffee parties to exchange with her informally about any issues which they might want to discuss. These informal sessions will be held every third Thursday of the month, starting 15 February.

9.2 Dr. Cohen said he had nothing to report.

- 11. Ms. Wilson Wright asked when the decision on the Rebogge case would be published. The Secretary General answered that this decision would be included in the Code Administrator's annual Report, that it had been delayed for technical reasons, but that it would be published in the 1 March issue of The Thursday Report.
- 12. Date of next meeting: Wednesday, 21 March 1990, at 8:00 a.m.
- 13. The meeting terminated at 9:10 a.m.

Bérengère Gaudet,
Secretary of the Board of Governors